

LOCKE LORD LLP
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Thomas J. Cunningham
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Litigation Counsel for Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> , ¹)	
)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**FOURTH INTERIM FEE APPLICATION OF LOCKE LORD LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MAY 1, 2013 THROUGH AUGUST 31, 2013
AS LITIGATION COUNSEL FOR DEBTORS**

Name of Applicant:	<u>Locke Lord LLP (“Locke Lord”)</u>
Authorized to Provide Professional Services to:	<u>Residential Capital, LLC and its related debtors (collectively, the “Debtors”)</u>
Date of Retention as:	<u>nunc pro tunc to May 14, 2012²</u>
Period for Which Compensation and Reimbursement is Sought:	<u>May 1, 2013 through August 31, 2013 (the “Compensation Period”)</u>
Amount of Compensation Sought as Actual, Reasonable and Necessary:	<u>\$222,492.30</u>
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	<u>\$3,805.60</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 6]. As used herein, the term “Debtors” includes any such entities.

² Locke Lord was originally retained as an Ordinary Course Professional *nunc pro tunc* to May 14, 2012. On January 17, 2013, the Court entered an order authorizing the retention of Locke Lord as a Retained Professional *nunc pro tunc* to September 1, 2012 [Docket No. 2652].

This is the fourth **interim** fee application filed by Locke Lord in these cases. A summary of the Monthly Fee Reports and the First, Second and Third Interim Fee Applications submitted by Locke Lord during these cases is as follows:

Date Submitted	Period Covered	Requested Fees	Requested Expenses	Amount of Fees Authorized to be Paid	Amount of Expenses Authorized to be Paid	Fee Holdback
9/20/12	5/14/2012 - 5/31/2012	\$41,909.99	\$856.05	\$33,527.99	\$856.05	\$8,382.00
10/2/2012	6/1/2012 - 6/30/2012	\$73,345.99	\$531.07	\$58,676.79	\$531.07	\$14,669.20
10/2/2012	7/1/2012 – 7/31/2012	\$111,661.76	\$301.35	\$89,329.41	\$301.35	\$22,332.35
10/17/2012	8/1/2012 – 8/31/2012	\$34,260.04	\$940.52	\$27,408.03	\$940.52	\$6,852.01
1st Interim [1886] 10/19/2012 ³	5/14/2012 - 8/31/2012	\$261,177.78	\$2,628.99	\$233,211.40 ⁴	\$2,628.99	\$25,912.38
11/12/2012	9/1/2012 – 9/30/2012	\$54,650.30	\$374.79	\$43,720.24	\$374.79	\$10,930.06
1/26/2013	10/1/2012 – 10/31/2012	\$153,254.60	\$1,612.10	\$122,603.68	\$1,612.10	\$30,650.92
1/28/2013	11/1/2012 – 11/30/2012	\$79,168.40	\$808.38	\$63,334.72	\$808.38	\$15,833.68
2/8/2013	12/1/2012 – 12/31/2012	\$56,914.30	\$1,753.50	\$45,531.44	\$1,753.50	\$11,382.86
2nd Interim [3190] 3/14/2013 ⁵	9/1/2012 – 12/31/2012	\$343,987.60	\$4,548.77	\$307,947.42 ⁶	\$4,548.77	\$34,216.38
2/25/2013	1/1/2013 – 1/31/2013	\$84,623.20	\$223.01	\$67,698.56	\$223.01	\$16,924.64

³ On December 28, 2012, the Court entered its Order Granting Application for Allowance of Interim Compensation and Reimbursement of Expenses [Docket No. 2530].

⁴ Locke Lord agreed to a \$2,054 reduction to the amount of compensation sought in first interim fee request.

⁵ On April 29, 2013, the Court entered its Order Granting Application for Allowance of Second Interim Compensation and Reimbursement of Expenses [Docket No. 3556].

⁶ Locke Lord agreed to a \$1,823.80 reduction to the amount of compensation sought in the second interim fee request.

3/25/2013	2/1/2013 – 2/28/2013	\$64,990.10	\$751.30	\$51,992.08	\$751.30	\$12,998.02
4/29/2013	3/1/2013 – 3/31/2013	\$62,225.90	\$718.19	\$49,780.72	\$718.19	\$12,445.18
5/21/2013	4/1/2013 – 4/30/2013	\$47,886.20	\$1,096.17	\$38,308.96	\$1,096.17	\$9,577.24
3rd Interim⁷ [4507] 8/05/13	1/1/2013 – 4/30/2013	\$259,725.40	\$2,788.67	\$233,752.86	\$2,788.67	\$25,972.54
8/3/2013	5/1/2013 – 5/31/2013	\$63,956.40	\$1,508.35	\$51,165.12	\$1,508.35	\$12,791.28
9/7/2013	6/1/2013 – 6/30/2013	\$44,374.40	\$234.70	\$35,499.52	\$234.70	\$8,874.88
10/24/2013	7/1/2013 – 7/31/2013	\$49,705.40	\$651.33	\$39,764.32	\$651.33	\$9,941.08
10/31/2013	8/1/2013 – 8/31/2013	\$64,456.10	\$1,431.22	\$51,564.88	\$1,431.22	\$12,891.22
4th Interim [] 11/7/2013	5/1/2013 – 8/31/2013	\$222,492.30	\$3,825.60	\$177,993.84	\$3,825.60	\$44,498.46
Totals	5/14/2012 – 8/31/2013	\$1,087,383.08	\$13,792.03	\$952,905.52	\$13,792.03	\$130,599.76

The Locke Lord professionals rendering services during this Compensation Period were:

Name	Title	Billing Rate	Hours Billed	Total Billed
Anthony, Arthur	Partner	\$532.00	2.70	\$1,436.40
Balsam, Hugh	Partner	\$488.00	7.80	\$3,806.40
Cabrera, Marc	Associate	\$196.00	8.40	\$1,646.40
Cole, Donald	Associate	\$272.00	12.70	\$3,454.40
Cunningham, Thomas J.	Partner	\$585.00	97.70	\$57,154.50
Froehlich, Joseph N.	Partner	\$540.00	0.10	\$54.00
Goodin, J. Matthew	Partner	\$458.00	75.10	\$34,395.80
Hansen, Matthew	Associate	\$233.00	0.90	\$209.70

⁷ On September 25, 2013, the Court entered its Order Granting Application for Allowance of Interim Compensation and Reimbursement of Expenses [Docket No. 5205]

Name	Title	Billing Rate	Hours Billed	Total Billed
Holz, Ryan M.	Associate	\$295.00	34.20	\$10,089.00
Howard, Casey	Partner	\$472.00	2.40	\$1,132.80
Huerta, Nina	Partner	\$396.00	1.30	\$514.80
Kinney, Jennifer L.	Associate	\$312.00	5.50	\$1,716.00
Knabe, Kristopher	Associate	\$256.00	9.50	\$2,432.00
Lee, Christopher	Associate	\$236.00	11.30	\$2,666.80
McClendon, Regina J.	Sr Counsel	\$528.00	29.80	\$15,734.40
Nazareth, Matthew	Associate	\$220.00	3.60	\$792.00
O'Conner, Nicholas D.	Associate	\$280.00	36.10	\$10,108.00
Perdew, P. Russell	Partner	\$484.00	66.60	\$32,234.40
Raynor, Brian A.	Associate	\$264.00	15.80	\$4,171.20
Richards, P. Nelsene	Paralegal	\$216.00	6.10	\$1,317.60
Sanders, Jason	Partner	\$374.00	0.40	\$149.60
Shetty, Chethan	Associate	\$255.00	19.80	\$5,049.00
Standa, David F.	Associate	\$264.00	18.60	\$4,910.40
Till, Tiffany B.	Paralegal	\$238.00	11.20	\$2,665.60
Watt, Alexa	Associate	\$268.00	0.70	\$187.60
Webb, Julia C.	Associate	\$295.00	82.10	\$24,219.50
Yoxall, Thomas	Partner	\$488.00	0.50	\$244.00
TOTAL			560.90	\$222,492.30

SUMMARY OF REQUESTED COMPENSATION BY CASE⁸

APPROVAL BEING REQUESTED BY APPLICATION

LL File No.	Matter Name	Month of Service	Invoice No.	Hours	Total Fees	Total Costs	Total Requested
1000304-00000	ResCap BK	May-13	1009248	2.8	\$1,638.00	\$120.52	\$1,758.52
1000304-00174	Nora	May-13	1009249	19.2	\$7,638.00	\$0.00	\$7,638.00
1000304-00178	Smith	May-13	1009250	0.1	\$45.80	\$0.00	\$45.80
1000304-00179	Gardner	May-13	1009251	0.1	\$45.80	\$0.00	\$45.80
1000304-00188	4836 W Superior	May-13	1009253	4.6	\$1,571.00	\$0.00	\$1,571.00
1000304-00195	NCUA CA	May-13	1009254	2.0	\$928.70	\$0.00	\$928.70
1000304-00196	NCUA KS	May-13	1009255	6.3	\$3,025.10	\$0.00	\$3,025.10
1000304-00203	Bates (DC)	May-13	1009258	0.5	\$242.00	\$0.00	\$242.00

⁸ Invoices setting forth the detailed time spent on each matter are attached to this Fee Petition as Exhibit B. Each invoice sets forth detailed information about the work performed and results obtained, including detailed time entries by timekeeper, hours billed and rates by timekeeper and by task code.

LL File No.	Matter Name	Month of Service	Invoice No.	Hours	Total Fees	Total Costs	Total Requested
1000304-00213	FHLB Indy	May-13	1009261	1.1	\$503.80	\$0.00	\$503.80
1000304-00217	Schwab	May-13	1009262	2.8	\$1,447.50	\$0.00	\$1,447.50
1000304-00219	FHLB Boston	May-13	1009263	1.5	\$699.70	\$0.00	\$699.70
1000304-00220	FHLB Chicago	May-13	1009264	3.7	\$1,897.80	\$0.00	\$1,897.80
1000304-00222	Plymouth Co	May-13	1009265	1.0	\$484.00	\$0.00	\$484.00
1000304-00224	Bates (NJ)	May-13	1009266	0.1	\$54.00	\$0.00	\$54.00
1000304-00230	Mass Recording	May-13	1009267	2.5	\$1,462.50	\$0.00	\$1,462.50
1000304-00230	Mass Recording	May-13	1009267	4.7	\$2,749.50	\$0.00	\$2,749.50
1000304-00236	Jackson Co	May-13	1009268	0.4	\$234.00	\$0.00	\$234.00
1000304-00246	Hairston	May-13	1009269	2.3	\$1,179.40	\$0.00	\$1,179.40
1000304-00261	Phillips	May-13	1009276	0.1	\$58.50	\$0.00	\$58.50
1000304-00267	Koenig & Strey	May-13	1009277	20.8	\$7,818.10	\$0.00	\$7,818.10
1000304-00271	1637 S Kedvale	May-13	1009278	0.6	\$351.00	\$0.00	\$351.00
1000304-00283	Lugo	May-13	1009279	1.5	\$877.50	\$0.00	\$877.50
1000304-00285	6032 S Lafayette	May-13	1009280	0.5	\$147.50	\$0.00	\$147.50
1000304-00286	Craig	May-13	1009281	0.5	\$269.70	\$0.00	\$269.70
1000304-00290	Singh	May-13	1009282	2.4	\$1,290.00	\$0.00	\$1,290.00
1000304-00292	Roussel	May-13	1009283	0.2	\$91.60	\$0.00	\$91.60
1000304-00293	Combs	May-13	1009284	0.7	\$358.70	\$0.00	\$358.70
1000304-00294	Gerona	May-13	1009285	0.9	\$464.30	\$0.00	\$464.30
1000304-00295	REO NY Holdings	May-13	1009286	0.7	\$320.60	\$16.00	\$336.60
1000304-00297	Rozier	May-13	1009288	14.5	\$4,293.10	\$759.95	\$5,053.05
1000304-00300	6346 S Ellis	May-13	1009290	4.7	\$1,723.60	\$206.00	\$1,929.60
1000304-00301	Monga	May-13	1009292	0.5	\$267.10	\$0.00	\$267.10
1000304-00302	Younes	May-13	1009293	1.7	\$854.80	\$0.00	\$854.80
1000304-00303	6046 N Monitor	May-13	1009294	0.3	\$142.50	\$0.00	\$142.50
1000304-00305	Gonzalez	May-13	1009317	3.5	\$958.30	\$25.65	\$983.95
1000304-00306	Nobles	May-13	1009320	4.3	\$1,363.00	\$0.00	\$1,363.00
1000304-00307	Dunson	May-13	1009326	3.3	\$841.30	\$0.00	\$841.30
1000304-00309	Villanueva	May-13	1009329	4.2	\$1,923.60	\$0.00	\$1,923.60
1000304-00310	5240 W Ferdinand	May-13	1009330	7.0	\$2,224.40	\$0.00	\$2,224.40
1000304-00311	4139 W Leland	May-13	1009332	6.4	\$2,046.80	\$0.00	\$2,046.80
1000304-00308	Magelssen	May-13	1010535	3.4	\$1,271.60	\$170.23	\$1,441.83
1000304-00312	6541 S Parnell	May-13	1010536	5.1	\$1,811.30	\$0.00	\$1,811.30
1000304-00000	ResCap BK	Jun-13	1013407	13.0	\$4,489.90	\$230.75	\$4,720.65
1000304-00174	Nora	Jun-13	1013408	16.4	\$7,542.40	\$0.00	\$7,542.40
1000304-00188	4836 W Superior	Jun-13	1013409	0.9	\$381.50	\$0.00	\$381.50
1000304-00195	NCUA CA	Jun-13	1013410	3.3	\$1,613.00	\$0.00	\$1,613.00

LL File No.	Matter Name	Month of Service	Invoice No.	Hours	Total Fees	Total Costs	Total Requested
1000304-00196	NCUA KS	Jun-13	1013411	2.1	\$987.20	\$0.00	\$987.20
1000304-00217	Schwab	Jun-13	1013412	2.6	\$1,368.60	\$0.00	\$1,368.60
1000304-00220	FHLB Chicago	Jun-13	1013413	5.1	\$2,564.40	\$0.00	\$2,564.40
1000304-00222	Plymouth Co	Jun-13	1013414	0.7	\$359.00	\$0.00	\$359.00
1000304-00230	Mass Recording	Jun-13	1013415	1.0	\$585.00	\$0.00	\$585.00
1000304-00230	Mass Recording	Jun-13	1013415	1.2	\$702.00	\$0.00	\$702.00
1000304-00236	Jackson Co	Jun-13	1013416	0.7	\$389.30	\$0.00	\$389.30
1000304-00246	Hairston	Jun-13	1013418	2.8	\$1,387.40	\$0.00	\$1,387.40
1000304-00267	Koenig & Strey	Jun-13	1013420	31.9	\$12,151.00	\$3.95	\$12,154.95
1000304-00283	Lugo	Jun-13	1013421	3.2	\$1,004.60	\$0.00	\$1,004.60
1000304-00285	6032 S Lafayette	Jun-13	1013422	1.3	\$528.50	\$0.00	\$528.50
1000304-00290	Singh	Jun-13	1013424	0.7	\$367.00	\$0.00	\$367.00
1000304-00295	REO NY Holdings	Jun-13	1013425	0.4	\$183.20	\$0.00	\$183.20
1000304-00297	Rozier	Jun-13	1013426	1.4	\$819.00	\$0.00	\$819.00
1000304-00300	6346 S Ellis	Jun-13	1013427	6.4	\$2,077.60	\$0.00	\$2,077.60
1000304-00303	6046 N Monitor	Jun-13	1013428	1.2	\$450.00	\$0.00	\$450.00
1000304-00306	Nobles	Jun-13	1013429	0.5	\$292.50	\$0.00	\$292.50
1000304-00308	Magelssen	Jun-13	1013430	0.3	\$66.00	\$0.00	\$66.00
1000304-00310	5240 W Ferdinand	Jun-13	1013431	0.2	\$54.40	\$0.00	\$54.40
1000304-00311	4139 W Leland	Jun-13	1013432	0.2	\$85.70	\$0.00	\$85.70
1000304-00312	6541 S Parnell	Jun-13	1013434	2.4	\$724.70	\$0.00	\$724.70
1000304-00313	4804 S Princeton	Jun-13	1013435	9.5	\$2,950.00	\$0.00	\$2,950.00
1000304-00260	4935 W Hubbard	Jun-13	1014092	2.8	\$835.50	\$0.00	\$835.50
1000304-00260	4935 W Hubbard	May-13	1015175	5.6	\$1,613.00	\$0.00	\$1,613.00
1000304-00299	206 W 113th	May-13	1015176	4.6	\$1,493.10	\$0.00	\$1,493.10
1000304-00304	1629 S Karlov	May-13	1015177	15.8	\$4,697.30	\$210.00	\$4,907.30
1000304-00000	ResCap Bankruptcy	Jul-13	1021163	10.3	\$4,165.30	\$63.00	\$4,228.30
1000304-00161	Franklin	Jul-13	1021164	1.4	\$453.70	\$0.00	\$453.70
1000304-00178	Smith	Jul-13	1021166	7.7	\$3,526.60	\$0.00	\$3,526.60
1000304-00179	Gardner	Jul-13	1021167	8.3	\$3,801.40	\$0.00	\$3,801.40
1000304-00188	4836 W Superior	Jul-13	1021168	2.8	\$884.00	\$0.00	\$884.00
1000304-00195	NCUA CA	Jul-13	1021169	3.3	\$1,651.10	\$0.00	\$1,651.10
1000304-00196	NCUA KS	Jul-13	1021170	1.1	\$567.30	\$0.00	\$567.30
1000304-00214	Jefferson	Jul-13	1021171	2.1	\$682.50	\$0.00	\$682.50
1000304-00217	Schwab	Jul-13	1021172	1.8	\$989.50	\$0.00	\$989.50
1000304-00219	FHLB Boston	Jul-13	1021173	1.6	\$872.50	\$0.00	\$872.50
1000304-00220	FHLB Chicago	Jul-13	1021174	1.7	\$842.10	-\$20.00	\$822.10

LL File No.	Matter Name	Month of Service	Invoice No.	Hours	Total Fees	Total Costs	Total Requested
1000304-00221	Hoffman	Jul-13	1021175	2.8	\$1,477.90	\$0.00	\$1,477.90
1000304-00230	Mass Recording	Jul-13	1021176	0.9	\$526.50	\$0.00	\$526.50
1000304-00260	4935 W Hubbard	Jul-13	1021178	1.3	\$378.40	\$0.00	\$378.40
1000304-00267	Koenig & Strey	Jul-13	1021179	4.7	\$1,840.10	\$0.00	\$1,840.10
1000304-00293	Combs	Jul-13	1021180	1.4	\$658.00	\$0.00	\$658.00
1000304-00295	REO NY Holdings	Jul-13	1021181	3.2	\$1,465.60	\$0.00	\$1,465.60
1000304-00300	6346 S Ellis	Jul-13	1021182	4.2	\$1,428.10	\$0.00	\$1,428.10
1000304-00301	Monga	Jul-13	1021183	0.2	\$91.60	\$0.00	\$91.60
1000304-00308	Magelssen	Jul-13	1021184	3.3	\$1,011.60	\$0.00	\$1,011.60
1000304-00309	Villanueva	Jul-13	1021186	0.4	\$183.20	\$0.00	\$183.20
1000304-00311	4139 W Leland	Jul-13	1021187	0.0	\$0.00	\$8.00	\$8.00
1000304-00312	6541 S Parnell	Jul-13	1021188	0.3	\$79.20	\$206.00	\$285.20
1000304-00313	4804 S Princeton	Jul-13	1021190	1.7	\$531.90	\$19.00	\$550.90
1000304-00314	Stennis	Jul-13	1021191	14.5	\$4,970.30	\$169.33	\$5,139.63
1000304-00315	Estate of Scott	Jul-13	1021192	3.3	\$997.30	\$206.00	\$1,203.30
1000304-00316	4218 W Adams	Jul-13	1021193	3.4	\$878.60	\$0.00	\$878.60
1000304-00246	Hairston	Jul-13	1022154	9.3	\$2,956.80	\$0.00	\$2,956.80
1000304-00174	Nora	Jul-13	1022186	26.4	\$10,943.30	\$0.00	\$10,943.30
1000304-00257	1747 N Linder	Apr-13	1022247	2.0	\$851.00	\$0.00	\$851.00
1000304-00000	ResCap BK	Aug-13	1027196	9.6	\$3,880.00	\$349.52	\$4,229.52
1000304-00217	Schwab	Aug-13	1027201	1.4	\$780.90	\$0.00	\$780.90
1000304-00174	Nora	Aug-13	1027206	51.9	\$20,887.40	\$0.00	\$20,887.40
1000304-00178	Smith	Aug-13	1027219	1.1	\$541.90	\$0.00	\$541.90
1000304-00179	Gardner	Aug-13	1027220	5.9	\$1,765.90	\$0.00	\$1,765.90
1000304-00195	NCUA CA	Aug-13	1027221	2.5	\$1,272.00	\$0.00	\$1,272.00
1000304-00196	NCUA KS	Aug-13	1027222	2.7	\$1,350.90	\$0.00	\$1,350.90
1000304-00219	FHLB Boston	Aug-13	1027223	0.5	\$292.50	\$0.00	\$292.50
1000304-00220	FHLB Chicago	Aug-13	1027224	1.8	\$913.30	\$0.00	\$913.30
1000304-00222	Plymouth Co	Aug-13	1027225	0.5	\$242.00	\$0.00	\$242.00
1000304-00230	Mass Recording	Aug-13	1027228	1.4	\$778.60	\$0.00	\$778.60
1000304-00236	Jackson Co	Aug-13	1027229	0.1	\$58.50	\$0.00	\$58.50
1000304-00246	Hairston	Aug-13	1027230	19.4	\$10,222.20	\$0.00	\$10,222.20
1000304-00257	1747 N Linder	Aug-13	1027231	0.1	\$58.50	\$0.00	\$58.50
1000304-00260	4935 W Hubbard	Aug-13	1027232	1.7	\$618.60	\$0.00	\$618.60
1000304-00267	Koenig & Strey	Aug-13	1027234	5.1	\$1,977.00	\$0.00	\$1,977.00
1000304-00283	Lugo	Aug-13	1027235	0.4	\$124.80	\$0.00	\$124.80
1000304-00293	Combs	Aug-13	1027236	0.3	\$141.60	\$0.00	\$141.60
1000304-00295	REO NY Holdings	Aug-13	1027237	0.4	\$183.20	\$0.00	\$183.20

LL File No.	Matter Name	Month of Service	Invoice No.	Hours	Total Fees	Total Costs	Total Requested
1000304-00300	6346 S Ellis	Aug-13	1027238	14.6	\$4,399.70	\$0.00	\$4,399.70
1000304-00301	Monga	Aug-13	1027239	0.2	\$91.60	\$0.00	\$91.60
1000304-00303	6046 N Monitor	Aug-13	1027240	0.8	\$303.00	\$0.00	\$303.00
1000304-00308	Magelssen	Aug-13	1027241	0.3	\$137.40	\$137.18	\$274.58
1000304-00309	Villanueva	Aug-13	1027242	0.2	\$91.60	\$0.00	\$91.60
1000304-00310	5240 W Ferdinand	Aug-13	1027243	0.3	\$175.50	\$0.00	\$175.50
1000304-00311	4139 W Leland	Aug-13	1027244	0.6	\$264.00	\$0.00	\$264.00
1000304-00312	6541 S Parnell	Aug-13	1027245	4.5	\$1,507.90	\$352.15	\$1,860.05
1000304-00315	Estate of Nena Scott	Aug-13	1027247	4.0	\$1,557.00	\$0.00	\$1,557.00
1000304-00316	4218 W Adams	Aug-13	1027248	9.1	\$2,945.50	\$10.00	\$2,955.50
1000304-00318	Balusek	Aug-13	1027250	0.2	\$117.00	\$0.00	\$117.00
1000304-00314	Stennis	Aug-13	1027251	7.3	\$2,290.60	\$582.37	\$2,872.97
1000304-00317	Paul Anthony Perez	Aug-13	1027620	4.3	\$2,087.00	\$0.00	\$2,087.00
1000304-00256	1323 S Millard	May-13	1033967	0.6	\$351.00	\$0.00	\$351.00
				560.9	\$222,492.30	\$3,805.60	\$226,317.90
Blended Hourly Rate					\$396.67		

“NO-CHARGE” ENTRIES

LL File No	Matter Name	Month of Service	Inv No	Timekeeper	Time	Hourly Rate	Value
1000304-00306	Nobles	5-2013	1009320	Richards, P.	.4	216.00	\$86.40
1000304-00000	ResCap BK	8-2013	1027196	Cunningham, T.	.3	585.00	\$175.50
1000304-00000	ResCap BK	8-2013	1027196	Goodin, J.	.3	458.00	\$137.40
1000304-00000	ResCap BK	8-2013	1027196	Raynor, B.	.2	264.00	\$52.80
1000304-00314	Stennis	8-2013	1027251	O’Conner, N.	9.0	280.00	\$2,520.00
	TOTAL				10.2		\$2,972.10

SUMMARY OF FEES REQUESTED BY PROJECT CODE

Code	Hours	Amount
B160	13.9	\$3,669.60
B410	0.1	\$26.40
C300	0.1	\$28.00
L110	15.8	\$5,976.70
L120	178.3	\$79,002.30
L140	4.0	\$952.00

L160	43.9	\$19,241.10
L190	37.1	\$11,075.90
L210	110.3	\$50,813.90
L230	16.3	\$4,838.40
L240	31.7	\$9,507.50
L250	23.9	\$8,553.00
L310	2.1	\$957.80
L320	0.4	\$234.00
L330	2.9	\$874.40
L350	5.6	\$1,652.00
L390	0.9	\$412.20
L430	9.8	\$2,788.00
L440	1.4	\$333.20
L450	8.9	\$2,434.50
L510	21.2	\$7,595.00
L520	28.0	\$10,391.20
L530	4.3	\$1,135.20
Grand Total	560.9	\$222,492.30

EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER	TOTAL EXPENSES
Court Costs		\$1,645.43
Federal Express		\$812.77
Lit Support Vendors		\$689.03
Court Reporter		\$96.00
Refund (CREDIT)		-\$20.00
Travel		\$582.37
Total		\$3,805.60

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Thomas J. Cunningham
J. Matthew Goodin

Litigation Counsel for Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> , ¹)	
)	Case No. 12-12020 (MG)
Debtors.)	(Jointly Administered)
)	

**FOURTH INTERIM FEE APPLICATION OF LOCKE LORD LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MAY 1, 2013 THROUGH AUGUST 31, 2013
AS LITIGATION COUNSEL FOR DEBTORS**

Locke Lord LLP (“Locke Lord”), as litigation counsel to the Debtors, hereby submits its fourth interim fee application (the “Application”), which seeks compensation for services performed and reimbursement for expenses incurred by Locke Lord on behalf of the Debtors for the period from May 1, 2013 through August 31, 2013 (the “Compensation Period”). By this Application, and pursuant to sections 330 and 331 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), standing General Order M-447, the Order Under Bankruptcy

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 6]. As used herein, the term “Debtors” includes any such entities.

Code Section 105(a), 327, and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business Nunc Pro Tunc to the Petition Date [Docket No. 799] (the “OCP Order”), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 797] (the “Interim Compensation Procedures Order”), Locke Lord seeks (i) compensation in the amount of **\$222,492.30** for the reasonable and necessary legal services Locke Lord rendered to Debtors during the Compensation Period, and (ii) reimbursement for the actual and necessary expenses that Locke Lord incurred in the amount of **\$3,805.60** during the Compensation Period. In support hereof, Locke Lord respectfully states:

I.
JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B). Venue of these cases and this Application is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. This Application has been prepared by Locke Lord in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), and the Interim Compensation Procedures Order. Pursuant to the Local Guidelines, a certification regarding compliance with the same is attached hereto as Exhibit A.

3. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code. The relief requested herein is also appropriate under the Interim Compensation Procedures Order entered by the Court in the above-captioned cases.

II. **BACKGROUND**

4. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the “Court”) commencing the above-captioned chapter 11 cases.

5. The Debtors have continued in possession of their respective properties and have continued to operate and maintain their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. No trustee has been appointed in these cases. No party has filed a disclosure statement or a plan. On May 16, 2012, the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors (the “Committee”).

7. The Court entered the OCP Order on July 27, 2012. The OCP Order authorized the retention by the Debtors of Locke Lord (among other professionals; each, an “OCP”), in the ordinary course of business *nunc pro tunc* to the Petition Date, subject to Locke Lord’s compliance with the OCP Procedures (as defined and outlined in the OCP Order). *See OCP Order*, ¶ 2. Locke Lord complied with the OCP Procedures, and its retention as an OCP was deemed approved on May 14, 2012.

8. The OCP Order further provided that “[i]n the event an OCP reaches the OCP Case Limit (defined as \$500,000 per OCP during the pendency of these Chapter 11 cases), the OCP will either file a retention application pursuant to section 327 of the Bankruptcy Code, or the Debtors shall seek to amend the OCP Case Limit.” *See OCP Order*, ¶ 3(c).

9. Locke Lord exceeded the OCP Case Limit in September 2012.² To comply with the OCP Order, on January 3, 2013, the Debtors filed an application pursuant to section 327(e) of the Bankruptcy Code to retain Locke Lord as litigation counsel, *nunc pro tunc* to September 1, 2012 [Docket No. 2552]. The Court approved the retention application by entry of an Order on January 17, 2013 [Docket No. 2652].

III.

LOCKE LORD SERVICES DURING COMPENSATION PERIOD

10. During the Compensation Period, Locke Lord rendered services on behalf of the Debtors totaling **560.9** hours of professional time, for an average hourly rate of approximately \$396.67. The total sum due to Locke Lord for professional services rendered on behalf of the Debtors during the Compensation Period is **\$222,492.30**

11. As part of its ongoing effort to reduce amounts charged to the Debtors' estates, Locke Lord voluntarily designated 10.2 hours of professional time as "no charge" entries. These entries, which are summarized in the cover sheets submitted in conjunction with this Application, amounted to \$2,972.10 in fees for which the Debtors' estates will not be charged.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the \$222,492.30 of fees requested is fair and reasonable considering: (a) the complexity of the underlying matters for which Locke Lord provides legal services; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code. *See, e.g., In re Borders Group, Inc.*, 456 B.R. 195, 211 (Bankr. S.D.N.Y. 2011); *In re Mesa Air Group, Inc.*, 449 B.R.

² The OCP Order allowed Locke Lord, as an OCP, to apply up to \$50,000 of its retainer to each monthly post-petition invoice. *See* OCP Order, ¶ 3(d). As of this filing, \$44,985.88 of Locke Lord's retainer remains.

441, 444 (Bankr. S.D.N.Y. 2011); *In re Moss*, 320 B.R. 143, 156-57 (Bankr. E.D. Mich. 2005); *In re Ray*, 314 B.R. 643, 662-63 (Bankr. M.D. Tenn. 2004).

13. These amounts were generated in the course of Locke Lord's representation of the Debtors in various capacities, including: (i) litigation counsel for national class actions relating to contested foreclosures; (ii) counsel for mortgage servicing litigation and related compliance advice; and (iii) counsel for the coordination of responses to governmental inquiries and investigations. As of May 2013, the Debtors had retained Locke Lord in approximately 55 separate litigation matters, and the Debtors continue to retain Locke Lord as new matters arise during these Chapter 11 cases. During the Compensation Period, Locke Lord provided legal services in each of the 55 matters.

14. Attached hereto as Exhibit B is Locke Lord's full and detailed statement for the Compensation Period setting forth: (a) a schedule listing the open matters in which Locke Lord provided the Debtors with legal services, as well as the fees generated and the expenses incurred by Locke Lord with respect to each matter; and (b) a detailed description of the services rendered by each Locke Lord attorney, stating the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Due to privilege and confidentiality, certain time entries have been redacted. The Debtors were provided with an unredacted copy of each invoice.

15. Each of these matters has its own unique demands. To provide a meaningful and accurate representation of the types of legal services performed by Locke Lord on behalf of the Debtors, each invoice in the attached Exhibit B contains a summary, broken down by ABA task code, of the services performed by Locke Lord in that particular matter. Additionally, the cover sheet submitted in conjunction with the Application contains a table that aggregates these task

code totals across the 55 separate matters for which Locke Lord provided services during the Compensation Period.

IV.
ACTUAL AND NECESSARY EXPENSES INCURRED BY LOCKE LORD

16. Locke Lord customarily charges its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. Locke Lord charges its clients only the amount actually incurred by it in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, airfare, meals and lodging. In accordance with standing General Order M-447, all copying charges are billed at no more than \$0.10 per page.

17. Locke Lord expended costs on behalf of the Debtors during the Compensation Period in the sum of **\$3,805.60**. A detailed itemization and description of the disbursements made by Locke Lord on the Debtors' behalf during the Compensation Period is included in each of the invoices attached hereto as Exhibit B.

V.
REPRESENTATIONS AND CERTIFICATIONS

18. Although every effort has been made to include all fees and expenses incurred during the Compensation Period, some fees and expenses might not be included in this Application due to delays caused by accounting during the Compensation Period. Locke Lord reserves the right to make further application to this Court for allowance of such fees and expenses not contained herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, standing General Order M-447, and the Interim Compensation Procedures Order.

19. Pursuant to standing General Order M-447 the instruction of Court, the undersigned hereby attests that: (a) he has read the Application; (b) to the best of his knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought herein fall within the Amended Guidelines provided by standing General Order M-447, as well as the guidelines promulgated by the United States Trustee, except as specifically noted in the certification and described in the Application; (c) the fees and expenses sought herein are billed at rates and in accordance with practices customarily employed by Locke Lord and generally accepted by the Locke Lord's clients; (d) Locke Lord does not make a profit on any expense for which it seeks reimbursement herein; and (e) the airfare for which Locke Lord seeks reimbursement pursuant to this Application was coach class.

WHEREFORE, Locke Lord hereby requests the entry of an order allowing compensation in the amount of **\$222,492.30** for the professional services rendered and the sum of **\$3,805.60** for reimbursement of actual and necessary costs expended for the Debtors for the period from May 1, 2013 through August 31, 2013.

Dated: November 16, 2013
New York, New York

/s/ Thomas J. Cunningham

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